

LAW OFFICES

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NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

August 12, 1993

18362

RECORDATION NO. _____ FILED 1425

VIA HAND DELIVERY

AUG 13 1993 1:50PM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are one original executed copy and two photostatic copies of a Bill of Sale, dated as of August 11, 1993, from NorRail, Inc., Seller, to Allied Enterprises, Inc., Buyer, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Buyer: Allied Enterprises, Inc.
107 N. Commercial St.
Springdale, Arkansas 72764

A description of the railroad equipment covered by the enclosed document is set forth in Attachment A to the Bill of Sale.

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.

August 12, 1993

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Kindly return the stamped original and one stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601 or to the bearer of this letter.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Bill of Sale dated as of August 11, 1993 from NorRail, Inc., Seller, to Allied Enterprises, Inc., Buyer, covering the railcars listed therein.

Very truly yours,



Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Nick Calabrese
Robert W. Kleinman

• 18362
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AUG 13 1993 1.50PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE WITH GENERAL WARRANTY

NorRail, Inc. ("Seller") for valuable consideration paid by Allied Enterprises, Inc. ("Allied"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell, transfer and set over unto Allied, its successors and assigns, all its right, title and interest in the following units of used railroad equipment (the "Equipment");

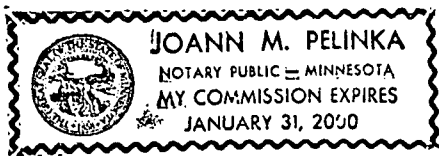
<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
69	Gondolas mfd. by Greenville Steel Co. Steel floors, 2,000 cu. ft. capacity 100 ton	See attachment

TO HAVE AND TO HOLD the Equipment unto Allied, its successors and assigns, for its and their own use forever.

Seller hereby warrants to Allied that, as of the date hereof, Seller has legal title to the Equipment and good and lawful right to sell the same, and title to the Equipment is free of all claims, liens, security interests or other encumbrances whatsoever (excepting only any of the same as may have been created by Allied). Seller will defend Allied and its successors and assigns against any party asserting any such claim, lien, security interest or encumbrance.

THE EQUIPMENT IS BEING SOLD ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS. EXCEPT AS SET FORTH IN THE PURCHASE AND SALE AGREEMENT NO. 1544 BETWEEN SELLER AND ALLIED AND AS SET FORTH HEREIN, THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFITS OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer, this 11TH day of Aug. 1993.



NORRAIL, INC.

By: Russell A. Adams

(SEAL)

Attest:

Joann M. Pelinka

ATTACHMENT A

69 GONDOLA RAILCARS

PLE 47000
PLE 47002
PLE 47004
PLE 47005
PLE 47006
PLE 47007
PLE 47010
PLE 47012
PLE 47013
PLE 47014
PLE 47015
PLE 47018
PLE 47019
PLE 47021
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PLE 47023
PLE 47024
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~~PLE 47121~~
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PLE 47134
PLE 47135
PLE 47136